

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

Caption in Compliance with D.N.J. LBR 9004- 1(b)

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In re:

NEW RITE AID, LLC, *et al.*¹

Debtors.

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Chapter 11

Case No. 25-14861 (MBK)

(Jointly Administered)

CROSS-MOTION OF 5931 ATLANTIC, LLC, AAT DEL MONTE LLC, BALDEN TOWNE PLAZA LIMITED PARTNERSHIP, BRIXTON CAPITAL, CP/IPERS WOODFIELD, LLC, EDENS, FAIRVIEW SHOPPING CENTER, LLC, GARTIN PROPERTIES LLC, HCP RRF SAND CANYON LLC, HUNTINGDON PIKE COMPANY, LANCASTER DEVELOPMENT COMPANY, LLC, MANOA SHOPPING CENTER ASSOCIATES, L.P., NORTHERN TRUST BANK OF CA, N.A., PRIME/FRIT BELL GARDENS, LLC, QCSI SIX LLC, RAR 2 QUEEN ANNE EDEN HILL QRS, LLC, REALTY INCOME CORPORATION, REDONDO PRIME 1, LLC, S & N II, LTD., SO-

¹ The last four digits of Debtor New Rite Aid, LLC's tax identification number are 1843. A complete list of the Debtors in these chapter 11 cases and each such Debtor's tax identification number may be obtained on the website of the Debtors' proposed claims and noticing agent at <https://restructuring.ra.kroll.com/RiteAid2025>. The location of Debtor New Rite Aid LLC's principal place of business and the Debtors' service address in these chapter 11 cases is 200 Newberry Commons, Etters, Pennsylvania 17319.

**GOODNOES CORNER JV LLC, SPIRIT EK VINELAND NJ, LLC, SPIRIT RA PLAINS
PA, LLC, SVAP III PLAZA MEXICO, LLC, THE IRVINE COMPANY LLC, VALLEY
MALL, L.L.C. AND WEIS MARKETS INC. FOR ENTRY OF AN ORDER
PROVIDING ADEQUATE PROTECTION**

5931 Atlantic, LLC, AAT Del Monte LLC, Balden Towne Plaza Limited Partnership, Brixton Capital, CP/IPERS Woodfield, LLC, EDENS, Fairview Shopping Center, LLC, Gartin Properties LLC, HCP RRF Sand Canyon LLC, Huntingdon Pike Company, Lancaster Development Company, LLC, Manoa Shopping Center Associates, L.P., Northern Trust Bank of CA, N.A., Prime/FRIT Bell Gardens, LLC, QCSI Six LLC, RAR 2 Queen Anne Eden Hill QRS, LLC, Realty Income Corporation, Redondo Prime 1, LLC, S & N II, Ltd., SO-Goodnoes Corner JV LLC, Spirit EK Vineland NJ, LLC, Spirit RA Plains PA, LLC, SVAP III Plaza Mexico, LLC, The Irvine Company LLC, Valley Mall, L.L.C. and Weis Markets Inc. (together, the “Moving Landlords”) hereby move (the “Motion”), by and through undersigned counsel, for entry of an order pursuant to section 361 and 363(e) of title 11 of the United States Code (the “Bankruptcy Code”), Federal Rule of Bankruptcy Procedure 9013 (“Bankruptcy Rule”), and District of New Jersey Local Bankruptcy Rule 9013-1(a) (“Local Rule”) providing Moving Landlords with adequate protection, and in support thereof, states as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction over this Motion pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue is proper pursuant to 28 U.S.C. § 1409(a). The statutory basis for the relief requested in this motion is sections 361 and 363(e) of the Bankruptcy Code.

MEMORANDUM OF LAW

2. Moving Landlords’ memorandum of law in support of this Motion is the *Limited Objection of 5931 Atlantic, LLC, AAT Del Monte LLC, Balden Towne Plaza Limited Partnership, Brixton Capital, CP/IPERS Woodfield, LLC, EDENS, Fairview Shopping Center, LLC, Gartin*

Properties LLC, HCP RRF Sand Canyon LLC, Huntingdon Pike Company, Lancaster Development Company, LLC, Manoa Shopping Center Associates, L.P., Northern Trust Bank of CA, N.A., Prime/FRIT Bell Gardens, LLC, QCSI Six LLC, RAR 2 Queen Anne Eden Hill QRS, LLC, Realty Income Corporation, Redondo Prime 1, LLC, S & N II, Ltd., SO-Goodnoes Corner JV LLC, Spirit EK Vineland NJ, LLC, Spirit RA Plains PA, LLC, SVAP III Plaza Mexico, LLC, The Irvine Company LLC, Valley Mall, L.L.C. and Weis Markets Inc. to Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Postpetition Financing and (B) Utilize Cash Collateral, (II) Granting Liens and Superpriority Administrative Expense Claims, (II) Granting Adequate Protection, (IV) Modifying the Automatic Stay, (V) Scheduling a Final Hearing, and (VI) Granting Related Relief (the “DIP Objection”) filed contemporaneously herewith.

3. Moving Landlords respectfully request entry of the proposed order attached hereto as Exhibit A, granting the relief requested in the Motion and all other and further relief this Court deems just and proper.

Date: June 11, 2025

Respectfully Submitted,

/s/Leslie C. Heilman

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CERTIFICATE OF SERVICE

I certify that, on June 11, 2025, a true and correct copy of the *Cross-Motion of 5931 Atlantic, LLC, AAT Del Monte LLC, Balden Towne Plaza Limited Partnership, Brixton Capital, CP/IPERS Woodfield, LLC, EDENS, Fairview Shopping Center, LLC, Gartin Properties LLC, HCP RRF Sand Canyon LLC, Huntingdon Pike Company, Lancaster Development Company, LLC, Manoa Shopping Center Associates, L.P., Northern Trust Bank of CA, N.A., Prime/FRIT Bell Gardens, LLC, QCSI Six LLC, RAR 2 Queen Anne Eden Hill QRS, LLC, Realty Income Corporation, Redondo Prime I, LLC, S & N II, Ltd., SO-Goodnoes Corner JV LLC, Spirit EK Vineland NJ, LLC, Spirit RA Plains PA, LLC, SVAP III Plaza Mexico, LLC, The Irvine Company LLC, Valley Mall, L.L.C. and Weis Markets Inc. for Entry of an Order Providing Adequate Protection* was served via the Court's CM/ECF system on all parties authorized to receive electronic notice in this case and upon the parties listed below in the manner indicated:

/s/ Leslie C. Heilman

Leslie C. Heilman
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